

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 13, 137, 350, 352 & 359

**CERTIFICATION OF COUNSEL REGARDING ORDER PURSUANT TO SECTION
363 AND 365 OF THE BANKRUPTCY CODE AUTHORIZING THE
DEBTORS-IN-POSSESSION TO TERMINATE OR ASSUME, ASSIGN AND SELL
CERTAIN NON-RESIDENTIAL REAL PROPERTY LEASES**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certifies as follows:

1. On September 9, 2024 (the “**Petition Date**”), the Debtors each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”), and related pleadings with the United States Bankruptcy Court for the District of Delaware.

2. On the Petition Date, the Debtors filed the *Motion of Debtors for Entry of Interim and Final Orders (I) Establishing Procedures to Sell Certain Leases, (II) Approving the*

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

Sale of Certain Leases, and (III) Granting Related Relief (the “**Lease Sale Procedures Motion**”)² (D.I. 13).

3. On September 11, 2024, the Court entered the *Interim Order (I) Establishing Procedures to Sell Certain Leases, (II) Approving the Sale of Certain Leases and (III) Granting Related Relief* (the “**Interim Lease Sale Procedures Order**”) (D.I. 137).

4. On September 18, 2024, and September 25, 2024, pursuant to the Interim Lease Sale Procedures Order, the Debtors conducted virtual auctions (the “**Lease Auctions**”) (D.I. 175, 196 & 266) for certain of the Debtors’ unexpired real property leases (the “**Lease Assets**”).

5. On September 19, 2024, the Debtors filed the *Notice of Successful and Backup Bidder with Respect to the Auction of Certain of the Debtors’ Lease Assets and Assumption and Assignment of Certain Unexpired Leases* (D.I. 229), and on September 25, 2024, the Debtors filed the *Notice of Successful and Backup Bidder with Respect to the Supplemental Auction of Certain of the Debtors’ Lease Assets and Assumption and Assignment of Certain Unexpired Leases* (D.I. 286), announcing the successful bidders and backup bidders (each a “**Successful Bid**” to the “**Successful Bidders**”) for the Lease Assets.

6. Following the Lease Auctions, the Debtors engaged in significant discussions with the Successful Bidders, the affected landlords, and other parties in interest (collectively, the “**Interested Parties**”), which culminated in the Debtors filing several proposed orders approving the Lease Sales (D.I. 252, 350, 252 & 359) (each a “**Proposed Lease Sale Order**”).

² Capitalized terms not defined herein have the meaning ascribed to them in the Lease Sale Procedures Motion.

7. The Court held a hearing to consider approval of the most recent Proposed Lease Sale Order (D.I. 359) on September 30, 2024. As a result of further discussions with the Interested Parties and the Office of the United States Trustee (the “**U.S. Trustee**”), and the Court’s remarks at the hearing, the Debtors have further revised the Proposed Lease Sale Order (the “**Revised Lease Sale Order**”). A copy of the Revised Lease Sale Order is attached hereto as **Exhibit 1**. For the convenience of the Court and all parties in interest, a redline comparing the Revised Lease Sale Order to the Proposed Lease Sale Order filed at D.I. 359 is attached hereto as **Exhibit 2**.

8. The Debtors have provided the Revised Lease Sale Order to the Interested Parties and the U.S. Trustee and received no objection to its entry.

WHEREFORE, the Debtors respectfully request that the Court enter the order attached hereto as **Exhibit 1** at its earliest convenience.

Dated: September 30, 2024
Wilmington, Delaware

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